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OMB APPROVAL

OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden
Hours per form 16.00

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY

Prefix Serial

DATE RECEIVED



04042338

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Vela Pharmaceuticals Inc. Offering Convertible Notes and Warrants to purchase Common Stock

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Vela Pharmaceuticals Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

820 Bear Tavern Road, Suite 300, Lawrenceville, NJ 08628

Telephone Number (Including Area Code) (609) 771-8660

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Operations (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Pharmaceutical research

Type of Business Organization

[X] corporation

[] business trust

[] limited partnership, already formed

[] limited partnership, to be formed

[] other (please specify)

Actual or Estimated Date of Incorporation or Organization [0][2] [9][8] [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service

abbreviation for State: CN for Canada;

FN for other foreign jurisdiction)

[D][E]

PROCESSED

OCT 22 2004

THOMSON
FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Keim, Kevin L.

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o Vela Pharmaceuticals Inc., 820 Bear Tavern Road, Suite 300, Lawrenceville, NJ 08628

Check Box(es) that Apply ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Fisher, Mark B.

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o MBF Neuropsych Partners, L.P., 12 East 49th Street, 28th Floor, New York, NY 10017

Check Box(es) that Apply ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Johnston, Robert F.

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o Vela Pharmaceuticals Inc., 820 Bear Tavern Road, Suite 300, Lawrenceville, NJ 08628

Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Savage, Robert

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o Vela Pharmaceuticals Inc., 820 Bear Tavern Road, Suite 300, Lawrenceville, NJ 08628

Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

DeBeaugh-Geiss, Joseph

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o Vela Pharmaceuticals Inc., 820 Bear Tavern Road, Suite 300, Lawrenceville, NJ 08628

Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Evnin, Anthony B.

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o Venrock Associates, 30 Rockefeller Plaza, Room 5508, New York, NY 10112

Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Newhall, Charles W., III.

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o New Enterprise Associates 10, Limited partnership, 1119 St. Paul Street, Baltimore, MD 21202

Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Akkaraju, Srinivas

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o JP Morgan Partners, 1221 Avenue of the Americas, New York, NY 10020

Check Box(es) that Apply ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Calcagno, Jeff

Business or Residence Address (Number and Street, City, State, Zip Code):

c/o Vela Pharmaceuticals Inc., 820 Bear Tavern Road, Suite 300, Lawrenceville, NJ 08628

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Welter, Richard					
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Vela Pharmaceuticals Inc., 820 Bear Tavern Road, Suite 300, Lawrenceville, NJ 08628					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Leventer, Steven M.					
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Vela Pharmaceuticals Inc., 3131 Princeton Pike, Building 4, Lawrenceville, NJ 08648					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Correnti, Karen					
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Vela Pharmaceuticals Inc., 820 Bear Tavern Road, Suite 300, Lawrenceville, NJ 08628					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): L&L Technologies, LLC.					
Business or Residence Address (Number and Street, City, State, Zip Code): 143 East 95 th Street, Suite 1A, New York, NY 10128					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): New Enterprise Associates 10, Limited Partnership					
Business or Residence Address (Number and Street, City, State, Zip Code): 1119 St. Paul Street, Baltimore, MD 21202					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Johnston, Lynn D.					
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Vela Pharmaceuticals Inc., 3131 Princeton Pike, Building 4, Lawrenceville, NJ 08648					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): MBF Neuropsych Partners, LP					
Business or Residence Address (Number and Street, City, State, Zip Code): 12 East 49 th Street, 28 th Floor, New York, NY 10017					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Misrock Holdings, LP					
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Barbara G. Misrock, 74 Hilltop Drive, Chappaqua, NY 10514					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Hephaestos II Trust					
Business or Residence Address (Number and Street, City, State, Zip Code): c/o Richard Johnston, Johnston Asset Management, 300 Atlantic Street, Suite 1102, Stamford, CT 06901					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): Venrock Associates III, LP					
Business or Residence Address (Number and Street, City, State, Zip Code): 30 Rockefeller Plaza, New York, NY					
Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual): JP Morgan Partners					
Business or Residence Address (Number and Street, City, State, Zip Code): 1221 Avenue of the Americas, New York, NY 10020 (FBO: Gaurav Aggarwal)					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
[] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....\$ 10,000 Yes No

3. Does the offering permit joint ownership of a single unit? [X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **None**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ----- [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ----- [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ----- [] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity..... <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred Common stock issuable upon conversion of shares of Preferred Stock and/or upon exercise of Warrants	\$ 0*	\$ 0*
Convertible Securities – Convertible Promissory Notes convertible into shares of Preferred Stock and Warrants to purchase Common Stock	\$ 9,021,009.80**	\$ 2,000,000
Partnership Interests.....	\$	\$
Other (Specify)	\$	\$
Total	\$ 9,021,009.80**	\$ 2,000,000

Answer also in Appendix, Column 3, if filing under ULOE.

*No additional consideration is received upon conversion of Notes into Preferred Stock or upon conversion of Preferred Stock into Common Stock.

** Includes \$1,0021,089.8 to be received assuming the issuance and exercise of all Warrants offered.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	13	\$ 2,000,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

- 4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/> \$ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ 0
Legal Fees	<input checked="" type="checkbox"/> \$ 75,000
Accounting Fee	<input checked="" type="checkbox"/> \$ 0
Engineering Fees	<input checked="" type="checkbox"/> \$ 0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$ 0
Other Expenses (identify): Blue Sky and filing fees	<input checked="" type="checkbox"/> \$ 2,000
Total	<input checked="" type="checkbox"/> \$ 77,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

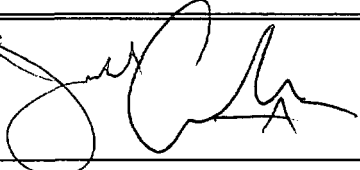
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$8,944,009.80

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Purchase of real estate	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the pursuant to a merger)	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Repayment of indebtedness	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Working Capital	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 8,944,009.80
Other (specify)	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$
Column Totals	<input checked="" type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 8,944,009.80
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 8,944,009.80	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Vela Pharmaceuticals Inc.	Signature 	Date October 9, 2004
Name of Signer (Print or Type) Jeff Calcagno	Title of Signer (Print or Type) Chief Business Officer/Chief Financial Officer	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)

APPENDIX

1.		2.		3.		4.		5.	
Intend to sell to non-accredited investors in State (Part B – Item 1)		Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and Amount purchased in State (Part C – Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	Convertible Promissory Notes* and Warrants to Purchase Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	N/A Yes	N/A No
AL			\$		\$		\$		
AK			\$		\$		\$		
AZ			\$		\$		\$		
AR			\$		\$		\$		
CA			\$		\$		\$		
CO			\$		\$		\$		
CT			\$		\$		\$		
DE			\$		\$		\$		
DC			\$		\$		\$		
FL			\$		\$		\$		
GA			\$		\$		\$		
GU			\$		\$		\$		
HI			\$		\$		\$		
ID			\$		\$		\$		
IL			\$		\$		\$		
IN			\$		\$		\$		
IA			\$		\$		\$		
KS			\$		\$		\$		
KY			\$		\$		\$		
LA			\$		\$		\$		
ME			\$		\$		\$		
MD		X	\$ 9,021,009.80	2	\$ 690,970.09		\$		
MA			\$		\$		\$		
MI			\$		\$		\$		
MN			\$		\$		\$		
MS			\$		\$		\$		
MO			\$		\$		\$		
MT			\$		\$		\$		
NE			\$		\$		\$		
NV			\$		\$		\$		
NH			\$		\$		\$		
NJ		X	\$ 9,021,009.80	2	\$ 202,750		\$		
NM			\$		\$		\$		
NY		x	\$ 9,021,009.80	9	\$ 1,106,279.91		\$		
NC			\$		\$		\$		
ND			\$		\$		\$		
OH			\$		\$		\$		
OK			\$		\$		\$		
OR			\$		\$		\$		
PA			\$		\$		\$		
PR			\$		\$		\$		
RI			\$		\$		\$		
SC			\$		\$		\$		
SD			\$		\$		\$		
TN			\$		\$		\$		
TX			\$		\$		\$		
UT			\$		\$		\$		
VT			\$		\$		\$		
VA			\$		\$		\$		
WA			\$		\$		\$		
WV			\$		\$		\$		
WI			\$		\$		\$		
WY			\$		\$		\$		

*Promissory Notes are convertible into Preferred Stock and Preferred Stock is convertible into Common Stock.